

**COMBINED DECLARATION FOR PATENT
APPLICATION AND POWER OF ATTORNEY**

As a below named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first, and sole inventor (if only one name is listed below) or an original, first, and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: MULTI-CHANNEL RETAINING WALL BLOCK AND SYSTEM

the specification of which (check one)

 X is attached hereto.

 was filed on N/A , in the United States Patent and Trademark Office as Application Serial No. N/A , and was amended on N/A .

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, Section 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, Section 119 or 365 of any foreign application(s) for patent or inventor's certificate or PCT International Application(s) which designated at least one country other than the United States of America, listed below and have also identified below any foreign application for patent or inventor's certificate or PCT International Application which designated at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed:

Priority Claimed

N/A

(Application No.)	(Country)	(Filing Date)	Yes	No
-------------------	-----------	---------------	-----	----

Docket Number: KEY1025US
Declaration for Patent Application

I hereby claim the benefit under Title 35, United States Code, Section 119(e) of any United States Provisional Application(s) listed below:

N/A

(Application No.)	(Filing Date)
-------------------	---------------

I hereby claim the benefit under Title 35, United States Code, Section 120 of any United States Application(s) or any PCT International Application(s) designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International Application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, Section 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

N/A

(Application No.)	(Filing Date)	(Status) (patented, pending/abandoned)
-------------------	---------------	---

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith: Thomas E. Popovich (Reg. No. 30,099), Terry L. Wiles (Reg. No. 29,989), Patrick J. O'Connell (Reg. No. 33,984), and Miriam G. Simmons (Reg. No. 34,727).

Address all telephone calls to: Terry L. Wiles at (612) 334-8989.

Address all telefaxes to: Terry L. Wiles at (612) 334-8994.

Address all correspondence to: Terry L. Wiles, Popovich & Wiles, PA, Suite 1902, IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402-2111.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section

Docket Number: KEY1025US
Declaration for Patent Application

1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Robert A. MacDonald
Full name of first joint inventor

X 
Inventor's signature

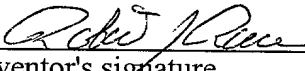
7.12.01
Date

2310 Quinwood Lane North
Plymouth, Minnesota 55441
Residence

United States of America
Citizenship

2310 Quinwood Lane North
Plymouth, Minnesota 55441
Post Office Address

Robert J. Race
Full name of first joint inventor

X 
Inventor's signature

7-12-01
Date

4851 Four Seasons Court
Eagan, Minnesota 55122
Residence

United States of America
Citizenship

4851 Four Seasons Court
Eagan, Minnesota 55122
Post Office Address

ASSIGNMENT

WHEREAS, I, Robert A. MacDonald of 2310 Quinwood Lane North, Plymouth, Minnesota, 55441, and Robert J. Race of 4851 Four Seasons Court, Eagan, Minnesota 55122, have invented certain new and useful improvements in a MULTI-CHANNEL RETAINING WALL BLOCK AND SYSTEM for which an application for Letters Patent of the United States has been made, said application being identified in the United States Patent and Trademark Office on by Serial Number _____, filed July 12, 2001; and

WHEREAS, Keystone Retaining Wall Systems, Inc., a corporation organized and existing under the laws of Minnesota, and having a business address at 4444 West 78th Street, Bloomington, Minnesota 55435, is desirous of acquiring the entire right, title and interest in and to said invention, said application and in, to and under any and all Letters Patent to be obtained therefor;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration to me in hand paid by said Keystone Retaining Wall Systems, Inc., the receipt of which is hereby acknowledged, I have sold, assigned and transferred, and by these presents do hereby sell, assign and transfer unto said Keystone Retaining Wall Systems, Inc. ("Assignee"), its successors and assigns, my entire right, title and interest in and to said invention, said application and the Letters Patent, both foreign and domestic, that may or shall issue, including any continuation, division, renewal, or substitute thereof, and as to Letters Patent any reissue or re-examination thereof, further including all of my entire rights under the International Convention, and I do hereby authorize and request the Commissioner of Patents to issue said Letters Patent to the above mentioned assignee in accordance herewith.

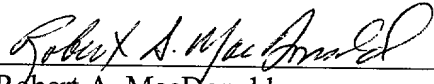
I hereby Authorize the above mentioned Assignee, its successors and assigns, or anyone it may properly designate, to insert in this instrument the serial number and filing date of said United States application and/or otherwise take advantage of the provisions of the International Convention.

Upon Said Consideration, I do hereby covenant and agree with Keystone Retaining Wall Systems, Inc., its successors and assigns, that I will not execute any writing or do any act whatsoever conflicting with these presents, and that I or my executors or administrators will at any time upon request, without further consideration, but at the expense of Keystone Retaining Wall Systems, Inc., its successors or assigns, execute such additional writings and do such additional acts as Keystone Retaining Wall Systems, Inc., its successors or assigns, may deem necessary or desirable to perfect Keystone Retaining Wall Systems, Inc.'s enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, continuation, divisional, reissued, re-examined or extended Letters Patent of the United States, or of any and all

foreign countries on said invention, and in enforcing any rights occurring as a result of such applications or patents, by giving testimony in any proceedings or transactions involving such applications or patents.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal as of the date set forth below.


Date 7-12-01


Robert A. MacDonald

Date 7-12-01


Robert J. Race

Subscribed and sworn to before me this
12th day of July, 2001.


Notary Public

